

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---------------------------------------|----------|--|
| In re: | § | Chapter 11 |
| | § | |
| W. R. GRACE & CO., et al., | § | Case No. 01-01139 (JKF) |
| | § | |
| <i>Debtors.</i> | § | Jointly Administered |
| | § | |
| | § | Objection Deadline: 5/24/2012; 4:00 PM ET |
| | § | Hearing Date: 9/24/2012; 9:00 AM ET |

**FOURTEENTH QUARTERLY APPLICATION OF ALAN B. RICH, ESQ. FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS
AND HOLDERS OF DEMANDS FOR THE 44th QUARTERLY
PERIOD FROM JANUARY 1, 2012 THROUGH MARCH 31, 2012**

TO THE HONORABLE JUDGE OF SAID COURT:

COMES NOW, Alan B. Rich, Esq., pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Retention Order (as defined below), the Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Interim Compensation Order"), the Amended Administrative Order under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Amended Interim Compensation Order") and Del. Bankr. LR 2016-2, and hereby applies for an order allowing him (i) compensation in the amount of \$37,180.00 for the reasonable and necessary legal services he has rendered to the Hon. Alexander M. Sanders, Jr., Legal Representative for Future Asbestos-Related Property

Damage Claimants and Holders of Demands, and (ii) reimbursement of actual and necessary expenses that he has incurred in the amount of \$30.00, for a total of \$37,210.00, or one hundred percent (100%) of all compensation and expense reimbursement requested for the period January 1, 2012 through March 31, 2012 (the "Quarterly Fee Application"), and in support of this Quarterly Fee Application, would respectfully show as follows:

I.

SUMMARY

| | |
|--|--|
| Name of Applicant: | Alan B. Rich, Esq. |
| Authorized to Provide Services To: | Hon. Alexander M. Sanders, Jr., Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands |
| Date of Retention: | September 29, 2008 (<i>nunc pro tunc</i>) |
| Period for Which Compensation and Reimbursement is Sought: | October 1, 2011 through December 31, 2011 |
| Amount of Fees Sought as Actual Reasonable and Necessary: | \$37,180.00 |
| Amount of Expenses Sought as Actual, Reasonable and Necessary: | \$30.00 |

This is a(n): Monthly Quarterly Interim Final Application

PRIOR APPLICATIONS

| Date Filed | Period Covered | Requested Fees ¹ | Requested Expenses | Status of Fees | Status of Expenses |
|------------|------------------------|-----------------------------|--------------------|----------------|--------------------|
| 11/15/2008 | 9/29/2008 to 9/30/2008 | \$5,796.00 | \$693.50 | Paid | Paid |

¹ At 80% of the total incurred.

| | | | | | |
|------------|-------------------------|-------------|------------|------|------|
| 11/15/2008 | 10/1/2008 to 10/30/2008 | \$24,380.00 | \$3,821.18 | Paid | Paid |
| 12/11/2008 | 11/1/2008 to 11/30/2008 | \$35,326.00 | \$4,010.79 | Paid | Paid |
| 1/2/2009 | 12/1/2008 to 12/31/2008 | \$18,510.00 | \$1,482.39 | Paid | Paid |
| 2/1/2009 | 1/1/2009 to 1/31/2009 | \$31,740.00 | \$2,717.34 | Paid | Paid |
| 3/2/2009 | 2/1/2009 to 2/28/2009 | \$32,614.00 | \$2,420.56 | Paid | Paid |
| 4/2/2009 | 3/1/2009 to 3/31/2009 | \$27,186.00 | \$4,556.30 | Paid | Paid |
| 5/5/2009 | 4/1/2009 to 4/30/2009 | \$25,898.00 | \$2,612.62 | Paid | Paid |
| 6/2/2009 | 5/1/2009 to 5/31/2009 | \$56,304.00 | \$5,301.01 | Paid | Paid |
| 7/1/2009 | 6/1/2009 to 6/30/2009 | \$56,902.00 | \$7,769.09 | Paid | Paid |
| 8/22/2009 | 7/1/2009 to 7/31/2009 | \$40,296.00 | \$4,279.60 | Paid | Paid |
| 9/1/2009 | 8/1/2009 to 8/31/2009 | \$56,442.00 | \$6,484.97 | Paid | Paid |
| 10/1/2009 | 9/1/2009 to 9/30/2009 | \$65,184.00 | \$6,064.05 | Paid | Paid |
| 11/1/2009 | 10/1/2009 to 10/31/2009 | \$28,848.00 | \$2,337.16 | Paid | Paid |
| 12/1/2009 | 11/1/2009 to 11/30/2009 | \$16,176.00 | \$10.35 | Paid | Paid |
| 1/3/2010 | 12/1/2009 to 12/31/2009 | \$7,200.00 | \$194.00 | Paid | Paid |
| 2/1/2010 | 1/1/2010 to 1/31/2010 | \$29,088.00 | \$2,415.28 | Paid | Paid |
| 3/2/2010 | 2/1/2010 to 2/28/2010 | \$7,392.00 | \$187.00 | Paid | Paid |
| 4/1/2010 | 3/1/2010 to 3/31/2010 | \$7,200.00 | \$150.56 | Paid | Paid |
| 5/3/2010 | 4/1/2010 to 4/30/2010 | \$11,040.00 | \$805.28 | Paid | Paid |

| | | | | | |
|-----------|-------------------------|-------------|------------|------|------|
| 6/1/2010 | 5/1/2010 to 5/31/2010 | \$5,808.00 | \$44.00 | Paid | Paid |
| 7/1/2010 | 6/1/2010 to 6/30/2010 | \$9,792.00 | \$779.81 | Paid | Paid |
| 8/2/2010 | 7/1/2010 to 7/31/2010 | \$7,824.00 | \$208.00 | Paid | Paid |
| 9/1/2010 | 8/1/2010 to 8/31/2010 | \$4,272.00 | \$273.00 | Paid | Paid |
| 10/1/2010 | 9/1/2010 to 9/30/2010 | \$6,672.00 | \$30.00 | Paid | Paid |
| 11/1/2010 | 10/1/2010 to 10/31/2010 | \$3,408.00 | \$44.00 | Paid | Paid |
| 12/1/2010 | 11/1/2010 to 11/30/2010 | \$6,012.00 | \$0 | Paid | Paid |
| 1/3/2011 | 12/1/2010 to 12/31/2010 | \$13,572.00 | \$1,146.02 | Paid | Paid |
| 2/1/2011 | 1/1/2011 to 1/31/2011 | \$13,416.00 | \$1,247.19 | Paid | Paid |
| 3/1/2011 | 2/1/2011 to 2/28/2011 | \$17,992.00 | \$1,509.34 | Paid | Paid |
| 4/1/2011 | 3/1/2011 to 3/31/2011 | \$10,660.00 | \$201.00 | Paid | Paid |
| 5/2/2011 | 4/1/2011 to 4/30/2011 | \$13,364.00 | \$44.00 | Paid | Paid |
| 6/1/2011 | 5/1/2011 to 5/31/2011 | \$22,932.00 | \$243.05 | Paid | Paid |
| 7/1/2011 | 6/1/2011 to 6/30/2011 | \$18,824.00 | \$533.60 | Paid | Paid |
| 8/1/2011 | 7/1/2011 to 7/31/2011 | \$10,088.00 | \$0 | Paid | Paid |
| 9/1/2011 | 8/1/2011 to 8/31/2011 | \$6,708.00 | \$20.88 | Paid | Paid |
| 10/3/2011 | 9/1/2011 to 9/30/2011 | \$6,500.00 | \$0 | Paid | Paid |
| 11/1/2011 | 10/1/2011 to 10/31/2011 | \$6,396.00 | \$0 | Paid | Paid |
| 12/5/2011 | 11/1/2011 to 11/30/2011 | \$6,084.00 | \$0 | Paid | Paid |

| | | | | | |
|----------|-------------------------|-------------|---------|------|------|
| 1/3/2012 | 12/1/2011 to 12/31/2011 | \$3,484.00 | \$30.00 | Paid | Paid |
| 2/1/2012 | 1/1/2012 to 1/31/2012 | \$8,372.00 | \$0 | Paid | Paid |
| 3/5/2012 | 2/1/2012 to 2/29/2012 | \$13,312.00 | \$30.00 | Paid | Paid |
| 4/2/2012 | 3/1/2012 to 3/31/2012 | \$8,060.00 | \$0 | Paid | Paid |

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 27 years, and his billing rate is \$650 per hour. In this Quarterly Application period Mr. Rich billed 57.2 hours,² for a total amount billed of \$37,180.00, of which 80% (\$29,744.00) has already been paid. In expenses, \$30.00 has been billed and paid.

Therefore, the amount not yet approved on an interim basis or paid is \$7,436.00 in fees.

The time for preparation of this Fourteenth Quarterly Application is approximately 1.5 hours, for which \$975.00 will be requested in a future application.

COMPENSATION BY PROJECT CATEGORY

| Project Category | Hours | Amount |
|------------------|-------------|--------------------|
| Confirmation | 47.6 | \$30,940.00 |
| Fee Applications | 9.6 | \$6,240.00 |
| TOTAL | 57.2 | \$37,180.00 |

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² Non-Productive travel time, if any, is included in this figure, but at 50% of the actual time.

EXPENSE SUMMARY

| Description | Expense |
|--------------|----------------|
| Court Call | \$30.00 |
| TOTAL | \$30.00 |

II.APPLICATION

1. On April 2, 2001, (the "Petition Date") each of the Debtors filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code (the "Chapter 11 Cases"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors are continuing to operate their businesses and manage their properties and assets as debtors-in-possession pursuant to sections 1107(a) and 1108 of the United States Bankruptcy Code.

2. On May 3, 2001, the Court entered an Interim Compensation Order, as amended by the Amended Interim Compensation Order, establishing procedures for monthly compensation and reimbursement of expenses of professionals (each such application, a "Monthly Fee Application"), and whereby any notice party listed in the Amended Interim Compensation Order may object to such Monthly Fee Application. If no notice party objects to professional's Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and one hundred percent (100%) of the expenses requested, subject to the

filing and approval of the interim and final fee applications of the professional.

3. Furthermore, and also pursuant to the Amended Interim Compensation Order, within forty-five (45) days of the end of each quarter, professionals are required to file and serve, upon the notice parties, a quarterly request (a "Quarterly Fee Application") for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application, less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.

4. By an order of this Court, the PD FCR was authorized to retain Alan B. Rich as his counsel, effective as of September 29, 2008 (the "Retention Order"). The Retention Order authorizes the Debtors to compensate Rich at his hourly rate charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that he incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

5. This Quarterly Fee Application, which is submitted in accordance with the Amended Interim Compensation Order, is Rich's Fourteenth Quarterly Fee Application for compensation for services rendered in connection with the Chapter 11 Cases and covers the 44th Quarterly fee period of January 1, 2012 through March 31, 2012 (the "Fee Period").

6. Rich has filed with the Court the following Monthly Fee Applications for interim compensation during the Fee Period:

- (a) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Forty-First Interim Period from January 1, 2012 Through January 31, 2012, seeking \$8,372.00 in fees (80% of \$10,465.00);
- (b) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Forty-Second Monthly Interim Period from February 1, 2012 Through February 29, 2012, seeking \$13,312.00 in fees (80% of \$16,640.00), and \$30.00 in expenses;
- (c) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Forty-Third Monthly Interim Period from March 1, 2012 Through March 31, 2012, seeking \$8,060.00 in fees (80% of \$10,075.00).

7. The monthly fee applications covered by this Quarterly Fee Application contain detailed daily time logs describing the actual and necessary services provided by Rich during the Fee Period, as well as other detailed information required to be included in fee applications. The Forty-First, Forty-Second and Forty-Third monthly fee applications (collectively, the "Applications") are attached hereto as Exhibits "1," "2" and "3" respectively.

8. The periods for objecting to the fee and expense reimbursements relating to the Forty-First, Forty-Second and Forty-Third monthly fee applications have each passed without any objections being filed, whereupon Rich filed Certificates of No Objection with the Court, and Rich has been paid interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

9. Rich has filed 13 prior Quarterly Fee Applications.

10. By this Fourteenth Quarterly Fee Application, Rich requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Rich from January 1, 2012 through March 31, 2012, and authorize and require payment of said amounts less any amounts previously paid to Rich pursuant to the Monthly Fee Applications and the procedures set forth in the Amended Interim Compensation Order. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the Monthly Fee Applications that already have been filed with the Court.

11. Rich reserves his right to seek at a later date compensation for services rendered and expenses incurred during the applicable period that are not otherwise included in the relevant monthly fee application.

12. At all relevant times, Rich has been a disinterested person as that term is defined in Section 101(14) of the United States Bankruptcy Code, as modified by section 1107(b) of the United States Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtors.

13. All services for which compensation is requested by Rich were performed for or on behalf of the PD FCR and not on behalf of any committee, creditor, or other person.

14. Rich believes that this Quarterly Fee Application complies with the requirements of Del. Bankr. LR 2016-2 and the Amended Interim Compensation Order.

15. During the Interim Period, Rich has received no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with

these Chapter 11 Cases, other than the interim compensation payments pursuant to the Amended Interim Compensation Order. There is no agreement or understanding between Rich and any other person for the sharing of compensation to be received for services rendered in these cases.

16. The professional services and related expenses for which Rich requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with these cases in the discharge of Rich's professional responsibilities as counsel for the PD FCR in the Chapter 11 Cases. Rich's services have been necessary and beneficial to the PD FCR as well as the Debtors and their estates, creditors, and other parties in interest.

17. Pursuant to Fed R. Bankr. P. 2016(b), Rich has not shared, nor has agreed to share: (a) any compensation it has received or may receive with another party or person, or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

WHEREFORE, Alan B. Rich, Esq. respectfully requests that the Court enter an order, providing that (a) for the period from January 1, 2012 through March 31, 2012, an administrative allowance be made to Rich in the sum of \$37,180.00 as compensation for reasonable and necessary professional services rendered to the PD FCR and, in the sum of \$30.00 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$37,210.00; (b) that the Debtors be authorized and directed to pay to Rich the outstanding amount of such sums, less any sums previously paid to Rich pursuant to the Monthly Fee Applications and the procedures set forth in the Amended Interim Compensation Order and (c) this Court grant such other and further relief to which Rich is justly entitled.

Respectfully Submitted,



Alan B. Rich
Texas Bar No. 16842350
4244 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270
(214) 744-5100
(214) 744-5101 [fax]
arich@alanrichlaw.com

COUNSEL TO HON. ALEXANDER
M. SANDERS, JR., LEGAL
REPRESENTATIVE FOR FUTURE
ASBESTOS-RELATED PROPERTY
DAMAGE CLAIMANTS AND HOLDERS
OF DEMANDS

DECLARATION

Alan B. Rich, declares as follows:

I am the counsel hired by the PD FCR with the approval of the Court, and am familiar with the legal services which I rendered to the PD FCR. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I believe that this Application substantially complies with Local Bankruptcy Rules for the District of Delaware.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: May 5, 2012.



CERTIFICATE OF SERVICE

I certify that on the 5th day of May, 2012, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.

A handwritten signature in black ink, appearing to read "MBR".

EXHIBIT 1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---------------------------------------|----------|--|
| In re: | § | Chapter 11 |
| W. R. GRACE & CO., et al., | § | Case No. 01-01139 (JKF) |
| Debtors. | § | Jointly Administered |
| | § | Objection Deadline: 2/21/2012; 4:00 PM ET |
| | § | Hearing Date: TBD (if needed) |

**SUMMARY OF APPLICATION OF ALAN B. RICH, ESQ. FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS
AND HOLDERS OF DEMANDS FOR THE FORTY-FIRST MONTHLY
INTERIM PERIOD FROM JANUARY 1, 2012 THROUGH JANUARY 31, 2012**

| | |
|---|---|
| Name of Applicant: | Alan B. Rich, Esq. |
| Authorized to Provide Services To: | Hon. Alexander M. Sanders, Jr., Legal Representative for Future Asbestos- Related Property Damage Claimants and Holders of Demands |
| Date of Retention: | September 29, 2008 (<i>nunc pro tunc</i>) |
| Period for Which Compensation and Reimbursement is Sought: | January 1, 2012 through January 31, 2012 |
| Amount of Fees Sought as Actual Reasonable and Necessary: | \$8,372.00 [80% of \$10,465.00] |
| Amount of Expenses Sought as Actual, Reasonable and Necessary: | \$0.00 |

This is a(n): Monthly Interim Final Application

PRIOR APPLICATIONS

| Date Filed | Period Covered | Requested Fees ¹ | Requested Expenses | Status of Fees | Status of Expenses |
|------------|-------------------------|-----------------------------|--------------------|----------------|--------------------|
| 11/15/2008 | 9/29/2008 to 9/30/2008 | \$5,796.00 | \$693.50 | Paid | Paid |
| 11/15/2008 | 10/1/2008 to 10/30/2008 | \$24,380.00 | \$3,821.18 | Paid | Paid |
| 12/11/2008 | 11/1/2008 to 11/30/2008 | \$35,326.00 | \$4,010.79 | Paid | Paid |
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| 2/1/2009 | 1/1/2009 to 1/31/2009 | \$31,740.00 | \$2,717.34 | Paid | Paid |
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| 4/2/2009 | 3/1/2009 to 3/31/2009 | \$27,186.00 | \$4,556.30 | Paid | Paid |
| 5/5/2009 | 4/1/2009 to 4/30/2009 | \$25,898.00 | \$2,612.62 | Paid | Paid |
| 6/2/2009 | 5/1/2009 to 5/31/2009 | \$56,304.00 | \$5,301.01 | Paid | Paid |
| 7/1/2009 | 6/1/2009 to 6/30/2009 | \$56,902.00 | \$7,769.09 | Paid | Paid |
| 8/22/2009 | 7/1/2009 to 7/31/2009 | \$40,296.00 | \$4,279.60 | Paid | Paid |
| 9/1/2009 | 8/1/2009 to 8/31/2009 | \$56,442.00 | \$6,484.97 | Paid | Paid |
| 10/1/2009 | 9/1/2009 to 9/30/2009 | \$65,184.00 | \$6,064.05 | Paid | Paid |
| 11/1/2009 | 10/1/2009 to 10/31/2009 | \$28,848.00 | \$2,337.16 | Paid | Paid |
| 12/1/2009 | 11/1/2009 to 11/30/2009 | \$16,176.00 | \$10.35 | Paid | Paid |
| 1/3/2010 | 12/1/2009 to 12/31/2009 | \$7,200.00 | \$194.00 | Paid | Paid |

¹ At 80% of the total incurred.

| | | | | | |
|-----------|-------------------------|-------------|------------|------|------|
| 2/1/2010 | 1/1/2010 to 1/31/2010 | \$29,088.00 | \$2,415.28 | Paid | Paid |
| 3/2/2010 | 2/1/2010 to 2/28/2010 | \$7,392.00 | \$187.00 | Paid | Paid |
| 4/1/2010 | 3/1/2010 to 3/31/2010 | \$7,200.00 | \$150.56 | Paid | Paid |
| 5/3/2010 | 4/1/2010 to 4/30/2010 | \$11,040.00 | \$805.28 | Paid | Paid |
| 6/1/2010 | 5/1/2010 to 5/31/2010 | \$5,808.00 | \$44.00 | Paid | Paid |
| 7/1/2010 | 6/1/2010 to 6/30/2010 | \$9,792.00 | \$779.81 | Paid | Paid |
| 8/1/2010 | 7/1/2010 to 7/31/2010 | \$7,824.00 | \$208.00 | Paid | Paid |
| 9/1/2010 | 8/1/2010 to 8/31/2010 | \$4,272.00 | \$273.00 | Paid | Paid |
| 10/1/2010 | 9/1/2010 to 9/30/2010 | \$6,672.00 | \$30.00 | Paid | Paid |
| 11/1/2010 | 10/1/2010 to 10/31/2010 | \$3,408.00 | \$44.00 | Paid | Paid |
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| 1/3/2011 | 12/1/2010 to 12/31/2010 | \$13,572.00 | \$1,146.02 | Paid | Paid |
| 2/1/2011 | 1/1/2011 to 1/31/2011 | \$13,416.00 | \$1,247.19 | Paid | Paid |
| 3/1/2011 | 2/1/2011 to 2/28/2011 | \$17,992.00 | \$1,509.34 | Paid | Paid |
| 4/1/2011 | 3/1/2011 to 3/31/2011 | \$10,660.00 | \$201.00 | Paid | Paid |
| 5/2/2011 | 4/1/2011 to 4/30/2011 | \$13,364.00 | \$44.00 | Paid | Paid |
| 6/1/2011 | 5/1/2011 to 5/31/2011 | \$22,932.00 | \$243.05 | Paid | Paid |
| 7/1/2011 | 6/1/2011 to 6/30/2011 | \$18,824.00 | \$533.60 | Paid | Paid |
| 8/1/2011 | 7/1/2011 to 7/31/2011 | \$10,088.00 | \$0 | Paid | Paid |

| | | | | | |
|-----------|-------------------------|------------|---------|-----------|-----------|
| 9/1/2011 | 8/1/2011 to 8/31/2011 | \$6,708.00 | \$20.88 | Paid | Paid |
| 10/3/2011 | 9/1/2011 to 9/30/2011 | \$6,500.00 | \$0 | Paid | Paid |
| 11/1/2011 | 10/1/2011 to 10/31/2011 | \$6,396.00 | \$0 | Paid | Paid |
| 12/5/2011 | 11/1/2011 to 11/30/2011 | \$6,084.00 | \$0 | Paid | Paid |
| 1/3/2012 | 12/1/2011 to 12/31/2011 | \$3,484.00 | \$30.00 | CNO Filed | CNO Filed |

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 27 years, and his billing rate is \$650 per hour. In this Application period Mr. Rich billed 16.1 hours,² for a total amount billed of \$10,465.00 of which 80% is currently sought, in the amount of \$8,372.00. The total sought by the Application is \$8,372.00.

As stated above, this is the Forty-First application for monthly fees and expenses. The time for preparation of this Application is approximately 1.5 hours, for which \$975.00 will be requested in a future application.

COMPENSATION BY PROJECT CATEGORY

| Project Category | Hours | Amount |
|-------------------------|-------------|--------------------|
| Confirmation | 14.4 | \$9,360.00 |
| Fee Application Matters | 1.7 | \$1,105.00 |
| TOTAL | 16.1 | \$10,465.00 |

² Travel Time, if any, is included in this figure at 50% of actual time.

EXPENSE SUMMARY

| Description | Expense |
|-------------|---------|
| NONE | |
| TOTAL | \$0.00 |

CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 2016-2(f)

I, Alan B. Rich, a professional person seeking approval of this Monthly Fee Application, and having reviewed the requirements of Local Rule 2016-2, hereby certify that in my opinion, this Monthly Fee Application complies with Local Rule 2016-2.

Respectfully Submitted,



Alan B. Rich, Esq.
Texas Bar No. 16842350
1201 Elm Street, Suite 4244
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arich@alanrichlaw.com

COUNSEL TO HON. ALEXANDER
M. SANDERS, JR., LEGAL
REPRESENTATIVE FOR FUTURE
ASBESTOS-RELATED PROPERTY
DAMAGE CLAIMANTS AND HOLDERS
OF DEMANDS

CERTIFICATE OF SERVICE

I certify that on the 1st day of February, 2012, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.

A handwritten signature in black ink, appearing to read "MBR".

EXHIBIT A

ALAN B. RICH

Attorney and Counselor
4244 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270
Telephone 214.744.5100
Fax 214.744.5101
E-mail: arich@alanrichlaw.com

INVOICE FOR PROFESSIONAL SERVICES (Jan. 2012)

Client

Hon. Alexander M. Sanders, Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands

Matter

In re W. R. Grace, No. 01-1139 (Bankr. D. Del)

| <u>Date</u> | <u>Services Performed</u> | <u>Time</u> |
|-------------|--|-------------|
| 1/3/2012 | Prepare, file and serve 40th monthly fee application | 1.5 |
| 1/3/2012 | Review Notice of Withdrawal of Appearance as class counsel | 0.1 |
| 1/3/2012 | Review Miscellaneous Pleadings filed today | 0.1 |
| 1/4/2012 | Email from client re status | 0.1 |
| 1/4/2012 | Review Miscellaneous Pleadings filed today | 0.1 |
| 1/5/2012 | Review Miscellaneous Pleadings filed today | 0.1 |
| 1/6/2012 | Review Garlock's Motion to Consolidate Appeals | 0.3 |
| 1/6/2012 | Review Responses of various Appellees to Garlock's Motion to Consolidate appeals | 0.4 |
| 1/6/2012 | Review Reply Brief of Garlock in Support of its Motion to Consolidate appeals | 0.1 |

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|-----------|--|-----|
| 1/6/2012 | Review Order of District Court procedurally consolidating appeals | 0.2 |
| 1/6/2012 | Email to Garlock counsel re service list issue | 0.1 |
| 1/6/2012 | Emails to various counsel re Garlock appeal pleadings and service | 0.1 |
| 1/6/2012 | Review Certification of Counsel re Intrawest California Lift Stay Motion | 0.2 |
| 1/7/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/9/2012 | Review Certification of Counsel re second amendment to post-confirmation credit facility agreement | 0.1 |
| 1/9/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/9/2012 | Review order re setting NY Hilsid motion | 0.1 |
| 1/10/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/11/2012 | Review email from debtors' counsel re pension contribution plans for 2012 | 0.2 |
| 1/11/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/11/2012 | Email to client re pension plan issues | 0.1 |
| 1/11/2012 | Email to R. Wyron re pension plan issues | 0.1 |
| 1/12/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/12/2012 | Email from client re pension plan issues | 0.1 |
| 1/13/2012 | Review Miscellaneous Pleadings received today | 0.2 |
| 1/13/2012 | Emails to and from client re status | 0.1 |
| 1/13/2012 | Review Agenda for January Omnibus | 0.1 |
| 1/13/2012 | Review Quarterly Statement of Professional's Compensation | 0.2 |
| 1/16/2012 | Review of Garlock's appeal brief and appendix in 2019 appeal | 1.5 |
| 1/17/2012 | Email to client re Garlock appeal | 0.1 |

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|-----------|---|-----|
| 1/17/2012 | Review Order resolving Intrawest motion | 0.1 |
| 1/17/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/18/2012 | Attend to arranging telephonic appearance at January Omnibus hearing | 0.1 |
| 1/18/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/18/2012 | Emails to and from client re omnibus hearing | 0.1 |
| 1/18/2012 | Review Garlock appeal filings in WD Pa and motion to correct clerical errors | 0.2 |
| 1/18/2012 | Review Pro Se Certificate of Service re NY Hilside claim objection hearing | 0.1 |
| 1/18/2012 | Review Order approving second amendment to post petition letter of credit facility order | 0.2 |
| 1/19/2012 | Review Amended January omnibus hearing agenda | 0.1 |
| 1/19/2012 | Email to client re cancellation of January Omnibus hearing | 0.1 |
| 1/19/2012 | Attention to cancellation of courtcall reservation for January Omnibus hearing | 0.1 |
| 1/19/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/20/2012 | Review Materials re pension plan conference call | 0.4 |
| 1/20/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/20/2012 | Attend telephonic conference call re pension plan motion | 0.5 |
| 1/23/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/23/2012 | Prepare, file and serve CNO re 40th monthly fee application | 0.2 |
| 1/24/2012 | Review Motion to Extend the credit agreement with Advanced Refining and email to client re same | 0.3 |
| 1/24/2012 | Review Debtors' motion to authorize 2012 pension plan contribution and email to client re same | 0.5 |
| 1/24/2012 | Review Miscellaneous Pleadings received today | 0.1 |

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|-----------|--|-----|
| 1/25/2012 | Review Canadian ZAI counsel monthly fee Applications | 0.3 |
| 1/25/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/26/2012 | Review CNOs for Canadian ZAI counsel 20th monthly fee Applications | 0.1 |
| 1/26/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/26/2012 | Review Debtors' 42nd Quarter report of de minimus asset sales | 0.1 |
| 1/26/2012 | Review Debtors' 42nd Quarter report of de minimus settlements | 0.1 |
| 1/27/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/30/2012 | Review Miscellaneous Pleadings received today | 0.2 |
| 1/31/2012 | Review Opinion and Order re Confirmation of Plan | 3.5 |
| 1/31/2012 | Email to client re Opinion and Order re Confirmation of Plan | 0.1 |
| 1/31/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 1/31/2012 | Review Withdrawal and Substitution of Counsel by GEICO in USDC | 0.1 |
| 1/31/2012 | Review Garlock's Reply Brief in 2019 appeal in USDC | 0.8 |

Total: 16.1 hours @ \$650/hour = \$4,355.00

Expenses: None

Total Fees and Expenses Due: \$10,465.00

EXHIBIT 2

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---------------------------------------|----------|--|
| In re: | § | Chapter 11 |
| | § | |
| W. R. GRACE & CO., et al., | § | Case No. 01-01139 (JKF) |
| | § | |
| Debtors. | § | Jointly Administered |
| | § | |
| | § | Objection Deadline: 3/26/2012; 4:00 PM ET |
| | § | Hearing Date: TBD (if needed) |

**SUMMARY OF APPLICATION OF ALAN B. RICH, ESQ. FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS
AND HOLDERS OF DEMANDS FOR THE FORTY-SECOND MONTHLY
INTERIM PERIOD FROM FEBRUARY 1, 2012 THROUGH FEBRUARY 29, 2012**

| | |
|---|---|
| Name of Applicant: | Alan B. Rich, Esq. |
| Authorized to Provide Services To: | Hon. Alexander M. Sanders, Jr., Legal Representative for Future Asbestos- Related Property Damage Claimants and Holders of Demands |
| Date of Retention: | September 29, 2008 (<i>nunc pro tunc</i>) |
| Period for Which Compensation and Reimbursement is Sought: | February 1, 2012 through February 29, 2012 |
| Amount of Fees Sought as Actual Reasonable and Necessary: | \$13,312.00 [80% of \$16,640.00] |
| Amount of Expenses Sought as Actual, Reasonable and Necessary: | \$30.00 |

This is a(n): Monthly Interim Final Application

PRIOR APPLICATIONS

| Date Filed | Period Covered | Requested Fees ¹ | Requested Expenses | Status of Fees | Status of Expenses |
|------------|-------------------------|-----------------------------|--------------------|----------------|--------------------|
| 11/15/2008 | 9/29/2008 to 9/30/2008 | \$5,796.00 | \$693.50 | Paid | Paid |
| 11/15/2008 | 10/1/2008 to 10/30/2008 | \$24,380.00 | \$3,821.18 | Paid | Paid |
| 12/11/2008 | 11/1/2008 to 11/30/2008 | \$35,326.00 | \$4,010.79 | Paid | Paid |
| 1/2/2009 | 12/1/2008 to 12/31/2008 | \$18,510.00 | \$1,482.39 | Paid | Paid |
| 2/1/2009 | 1/1/2009 to 1/31/2009 | \$31,740.00 | \$2,717.34 | Paid | Paid |
| 3/2/2009 | 2/1/2009 to 2/28/2009 | \$32,614.00 | \$2,420.56 | Paid | Paid |
| 4/2/2009 | 3/1/2009 to 3/31/2009 | \$27,186.00 | \$4,556.30 | Paid | Paid |
| 5/5/2009 | 4/1/2009 to 4/30/2009 | \$25,898.00 | \$2,612.62 | Paid | Paid |
| 6/2/2009 | 5/1/2009 to 5/31/2009 | \$56,304.00 | \$5,301.01 | Paid | Paid |
| 7/1/2009 | 6/1/2009 to 6/30/2009 | \$56,902.00 | \$7,769.09 | Paid | Paid |
| 8/22/2009 | 7/1/2009 to 7/31/2009 | \$40,296.00 | \$4,279.60 | Paid | Paid |
| 9/1/2009 | 8/1/2009 to 8/31/2009 | \$56,442.00 | \$6,484.97 | Paid | Paid |
| 10/1/2009 | 9/1/2009 to 9/30/2009 | \$65,184.00 | \$6,064.05 | Paid | Paid |
| 11/1/2009 | 10/1/2009 to 10/31/2009 | \$28,848.00 | \$2,337.16 | Paid | Paid |
| 12/1/2009 | 11/1/2009 to 11/30/2009 | \$16,176.00 | \$10.35 | Paid | Paid |
| 1/3/2010 | 12/1/2009 to 12/31/2009 | \$7,200.00 | \$194.00 | Paid | Paid |

¹ At 80% of the total incurred.

| | | | | | |
|-----------|-------------------------|-------------|------------|------|------|
| 2/1/2010 | 1/1/2010 to 1/31/2010 | \$29,088.00 | \$2,415.28 | Paid | Paid |
| 3/2/2010 | 2/1/2010 to 2/28/2010 | \$7,392.00 | \$187.00 | Paid | Paid |
| 4/1/2010 | 3/1/2010 to 3/31/2010 | \$7,200.00 | \$150.56 | Paid | Paid |
| 5/3/2010 | 4/1/2010 to 4/30/2010 | \$11,040.00 | \$805.28 | Paid | Paid |
| 6/1/2010 | 5/1/2010 to 5/31/2010 | \$5,808.00 | \$44.00 | Paid | Paid |
| 7/1/2010 | 6/1/2010 to 6/30/2010 | \$9,792.00 | \$779.81 | Paid | Paid |
| 8/1/2010 | 7/1/2010 to 7/31/2010 | \$7,824.00 | \$208.00 | Paid | Paid |
| 9/1/2010 | 8/1/2010 to 8/31/2010 | \$4,272.00 | \$273.00 | Paid | Paid |
| 10/1/2010 | 9/1/2010 to 9/30/2010 | \$6,672.00 | \$30.00 | Paid | Paid |
| 11/1/2010 | 10/1/2010 to 10/31/2010 | \$3,408.00 | \$44.00 | Paid | Paid |
| 12/1/2010 | 11/1/2010 to 11/30/2010 | \$6,012.00 | \$0 | Paid | Paid |
| 1/3/2011 | 12/1/2010 to 12/31/2010 | \$13,572.00 | \$1,146.02 | Paid | Paid |
| 2/1/2011 | 1/1/2011 to 1/31/2011 | \$13,416.00 | \$1,247.19 | Paid | Paid |
| 3/1/2011 | 2/1/2011 to 2/28/2011 | \$17,992.00 | \$1,509.34 | Paid | Paid |
| 4/1/2011 | 3/1/2011 to 3/31/2011 | \$10,660.00 | \$201.00 | Paid | Paid |
| 5/2/2011 | 4/1/2011 to 4/30/2011 | \$13,364.00 | \$44.00 | Paid | Paid |
| 6/1/2011 | 5/1/2011 to 5/31/2011 | \$22,932.00 | \$243.05 | Paid | Paid |
| 7/1/2011 | 6/1/2011 to 6/30/2011 | \$18,824.00 | \$533.60 | Paid | Paid |
| 8/1/2011 | 7/1/2011 to 7/31/2011 | \$10,088.00 | \$0 | Paid | Paid |

| | | | | | |
|-----------|-------------------------|------------|---------|------|------|
| 9/1/2011 | 8/1/2011 to 8/31/2011 | \$6,708.00 | \$20.88 | Paid | Paid |
| 10/3/2011 | 9/1/2011 to 9/30/2011 | \$6,500.00 | \$0 | Paid | Paid |
| 11/1/2011 | 10/1/2011 to 10/31/2011 | \$6,396.00 | \$0 | Paid | Paid |
| 12/5/2011 | 11/1/2011 to 11/30/2011 | \$6,084.00 | \$0 | Paid | Paid |
| 1/3/2012 | 12/1/2011 to 12/31/2011 | \$3,484.00 | \$30.00 | Paid | Paid |
| 2/1/2012 | 1/1/2012 to 1/31/2012 | \$8,372.00 | \$0 | Paid | Paid |

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 27 years, and his billing rate is \$650 per hour. In this Application period Mr. Rich billed 25.6 hours,² for a total amount billed of \$16,640.00 of which 80% is currently sought, in the amount of \$13,312.00. The Application also seeks reimbursement of 100% of the expenses incurred, \$30,00. The total sought by the Application is \$13,342.00.

As stated above, this is the Forty-Second application for monthly fees and expenses. The time for preparation of this Application is approximately 1.5 hours, for which \$975.00 will be requested in a future application.

COMPENSATION BY PROJECT CATEGORY

| Project Category | Hours | Amount |
|-------------------------|-------------|--------------------|
| Confirmation | 20.5 | \$13,325.00 |
| Fee Application Matters | 5.1 | \$3,315.00 |
| TOTAL | 25.6 | \$16,640.00 |

² Travel Time, if any, is included in this figure at 50% of actual time.

EXPENSE SUMMARY

| Description | Expense |
|--------------|----------------|
| Courtcall | \$30.00 |
| TOTAL | \$30.00 |

Detail of the fees and expenses billed is attached hereto as Exhibit A.

CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 2016-2(f)

I, Alan B. Rich, a professional person seeking approval of this Monthly Fee Application, and having reviewed the requirements of Local Rule 2016-2, hereby certify that in my opinion, this Monthly Fee Application complies with Local Rule 2016-2.

Respectfully Submitted,



Alan B. Rich, Esq.
Texas Bar No. 16842350
1201 Elm Street, Suite 4244
Dallas, Texas 75270
(214) 744-5100
(214) 744-5101 [fax]
arich@alanrichlaw.com

COUNSEL TO HON. ALEXANDER
M. SANDERS, JR., LEGAL
REPRESENTATIVE FOR FUTURE
ASBESTOS-RELATED PROPERTY
DAMAGE CLAIMANTS AND HOLDERS
OF DEMANDS

CERTIFICATE OF SERVICE

I certify that on the 5th day of March, 2012, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.

A handwritten signature in black ink, appearing to read "MBR".

EXHIBIT A

ALAN B. RICH

Attorney and Counselor
4244 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270
Telephone 214.744.5100
Fax 214.744.5101
E-mail: arich@alanrichlaw.com

INVOICE FOR PROFESSIONAL SERVICES (Jan. 2012)

Client

Hon. Alexander M. Sanders, Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands

Matter

In re W. R. Grace, No. 01-1139 (Bankr. D. Del)

| <u>Date</u> | <u>Services Performed</u> | <u>Time</u> |
|-------------|---|-------------|
| 2/1/2012 | Emails to and from traditional PD Trust Trustee re status | 0.2 |
| 2/1/2012 | Prepare, file and serve 41st Monthly Fee Application | 1.5 |
| 2/1/2012 | Email to and from client re confirmation order | 0.1 |
| 2/1/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/1/2012 | Email to and from debtors' counsel re appeal issues | 0.1 |
| 2/1/2012 | Email to Appellees' counsel in Garlock appeal re briefs | 0.1 |
| 2/2/2012 | Review Miscellaneous Pleadings received today | 0.2 |
| 2/2/2012 | Review Order dismissing certain fee applications | 0.1 |
| 2/3/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/3/2012 | Prepare, file and serve 31st Monthly Fee Application of the PDFCR | 0.3 |

| | | |
|-----------|--|-----|
| 2/3/2012 | Emails to and from client re fee applications | 0.1 |
| 2/3/2012 | Prepare, file and serve 32nd Monthly Fee Application of the PDFCR | 0.5 |
| 2/4/2012 | Emails to and from PD Trustee re status | 0.1 |
| 2/5/2012 | Begin review of Answering Briefs and Appendices of Appellees' in Garlock 2019 Appeal (U.S. Mineral, AC&S, Armstrong, OCF, United States Trustee, the ACC's, Kazen, McClain law firm, et al., Baron & Budd law firm, et al) | 2.5 |
| 2/6/2012 | Review Notice from USDC re response briefs to Garlock's Motion for Reargument | 0.1 |
| 2/6/2012 | Review Miscellaneous Pleadings received today | 0.2 |
| 2/6/2012 | Review Garlock's Motion for Oral Argument in 2019 appeal | 0.1 |
| 2/6/2012 | Conference with Debtors' counsel re AMH issues | 0.3 |
| 2/6/2012 | Review Garlock's Motion for Rereading of Confirmation Order | 2.5 |
| 2/7/2012 | Review Remittance Advice from Debtor | 0.1 |
| 2/7/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/7/2012 | Continued review of Answering Briefs and Appendices of Appellees' in Garlock 2019 Appeal (U.S. Mineral, AC&S, Armstrong, OCF, United States Trustee, the ACC's, Kazen, McClain law firm, et al., Baron & Budd law firm, et al) | 2.5 |
| 2/8/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/9/2012 | Review Miscellaneous Pleadings received today | 0.2 |
| 2/10/2012 | Review Debtors' Supplemental Objection to Hillside claim | 0.3 |
| 2/10/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/10/2012 | Review Notice of Withdrawal of Supplemental Hillside objection | 0.1 |
| 2/10/2012 | Review Revised Supplemental Objection to Hillside claim file by debtors | 0.2 |

| | | |
|-----------|--|-----|
| 2/10/2012 | Review Debtors' statement re PWC retention application | 0.1 |
| 2/11/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/13/2012 | Review CNO re Motion for Entry of an Order Authorizing But Not Requiring the Debtors to Make Contributions to the Grace Retirement Plans | 0.1 |
| 2/13/2012 | Review Miscellaneous Pleadings received today | 0.2 |
| 2/13/2012 | Review CNO re Advanced Refining Credit Agreement | 0.1 |
| 2/13/2012 | Prepare, file and serve Quarterly Fee Application for the 43rd Period and Notice of filing | 1.5 |
| 2/13/2012 | Prepare, file and serve Judge Sanders' Quarterly Fee Application for the 43rd Period and Notice of filing | 0.7 |
| 2/13/2012 | Review BNSF motion for extension of time to file NOA | 0.2 |
| 2/13/2012 | Review Plan Proponents Motion to Amend or Correct Opinion and Judgment | 0.2 |
| 2/13/2012 | Email to client re status | 0.1 |
| 2/13/2012 | Review Sealed Air/Cryovac/Fresenius Motion to Amend and Correct Opinion and Judgment | 0.3 |
| 2/14/2012 | Review briefing notice from USDC | 0.1 |
| 2/14/2012 | Review Motion to Settle Cape Cod Environmental Claims | 1.0 |
| 2/14/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/14/2012 | Emails to and from Debtors' counsel re MMR Settlement | 0.1 |
| 2/14/2012 | Review Notice of Entry of Confirmation Order | 0.1 |
| 2/15/2012 | Review Bank Lenders Notice of Appeal | 0.1 |
| 2/15/2012 | Email to R. Cobb re omission from Notice of Appeal | 0.1 |
| 2/15/2012 | Review Miscellaneous Pleadings received today | 0.2 |

| | | |
|-----------|---|-----|
| 2/15/2012 | Email from J. Baer and review of Section 7.2 of Private Parties Agreement re MMR Settlement | 0.3 |
| 2/15/2012 | Email to client re MMR settlement motion | 0.1 |
| 2/16/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/16/2012 | Review Order resetting May, 2012 Omnibus hearing | 0.1 |
| 2/16/2012 | Review Proposed Order on BNSF motion to extend time to file NOA | 0.1 |
| 2/17/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/17/2012 | Review Canadian ZAI counsel monthly fee Applications | 0.3 |
| 2/17/2012 | Emails to and from client re February omnibus hearing | 0.1 |
| 2/18/2012 | Review Hillside response to supplemental objection | 0.1 |
| 2/18/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/20/2012 | Review Fee Auditors Final Report for the 42nd Quarter | 0.3 |
| 2/21/2012 | Review Order approving extension of Advanced Refining credit agreements | 0.1 |
| 2/21/2012 | Review Order approving pension contribution motion | 0.1 |
| 2/21/2012 | Review Order approving PWC billing waiver motion | 0.1 |
| 2/21/2012 | Prepare, file and serve Certificate of No Objection to 41st Monthly Fee Application | 0.2 |
| 2/21/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/21/2012 | Review Agenda for February Omnibus hearing | 0.1 |
| 2/21/2012 | Email to client re February Omnibus hearing | 0.1 |
| 2/21/2012 | Attention to email from courtcall re February Omnibus hearing | 0.1 |
| 2/21/2012 | Review of December DIP Monthly Operating Report | 0.3 |
| 2/22/2012 | Review of Plan Proponents' Response to Garlock motion for reargument | 0.3 |

| | | |
|-----------|---|-----|
| 2/22/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/22/2012 | Review Bank Lenders Amended Notice of Appeal | 0.1 |
| 2/22/2012 | Review original and amended briefing notices from USDC re Garlock Motion for Reargument | 0.1 |
| 2/22/2012 | Emails to and from local counsel re Bank Lender Group appeal | 0.1 |
| 2/23/2012 | Prepare, file and serve Certificate of No Objection to 31st Monthly Fee Application of the PD FCR | 0.2 |
| 2/23/2012 | Prepare, file and serve Certificate of No Objection to 32nd Monthly Fee Application of the PD FCR | 0.2 |
| 2/23/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/23/2012 | Review Anderson Memorial Hospital's motion to extend date to file Notice of Appeal | 0.2 |
| 2/24/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/24/2012 | Review USDC briefing notice re Anderson Memorial motion to extend NOA date | 0.1 |
| 2/24/2012 | Review Certificates of No Objection re Canadian ZAI monthly fee applications | 0.1 |
| 2/27/2012 | Attend telephonic February omnibus hearing | 0.5 |
| 2/27/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/27/2012 | Review USDC Order extending appeal deadlines | 0.1 |
| 2/27/2012 | Review Libby Claimants response to Rule 59 motions | 0.1 |
| 2/28/2012 | Review Garlock motion to stay confirmation order | 0.5 |
| 2/28/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/28/2012 | Review Canada's Notice of Appeal | 0.1 |

| | | |
|-----------|--|-----|
| 2/29/2012 | Review Bank Lender Group's Statement of Issues and designation of record on Appeal | 0.3 |
| 2/29/2012 | Review Certification of Counsel re Hillside claim disallowance | 0.1 |
| 2/29/2012 | Review Higgins USDC pro hac vice application | 0.1 |
| 2/29/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 2/29/2012 | Review USDC pro hac vice application of Rosenbloom (Fresenius) | 0.1 |
| 2/29/2012 | Review Appearance of Morris, Nichols in USDC | 0.1 |
| 2/29/2012 | Review USDC pro hac vice application of Rosenbloom (Coco) | 0.1 |
| 2/29/2012 | Review Order granting pro hac vice application (Higgins) | 0.1 |
| 2/29/2012 | Review Claims settlement notice re New York Dep't of Taxation | 0.2 |

Total: 25.6 hours @ \$650/hour = \$16,640.00

Expenses: Courtcall – \$30.00

Total Fees and Expenses Due: \$16,670.00

EXHIBIT 3

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---------------------------------------|----------|--|
| In re: | § | Chapter 11 |
| W. R. GRACE & CO., et al., | § | Case No. 01-01139 (JKF) |
| Debtors. | § | Jointly Administered |
| | § | Objection Deadline: 4/23/2012; 4:00 PM ET |
| | § | Hearing Date: TBD (if needed) |

**SUMMARY OF APPLICATION OF ALAN B. RICH, ESQ. FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS
AND HOLDERS OF DEMANDS FOR THE FORTY-THIRD MONTHLY
INTERIM PERIOD FROM MARCH 1, 2012 THROUGH MARCH 31, 2012**

| | |
|---|---|
| Name of Applicant: | Alan B. Rich, Esq. |
| Authorized to Provide Services To: | Hon. Alexander M. Sanders, Jr., Legal Representative for Future Asbestos- Related Property Damage Claimants and Holders of Demands |
| Date of Retention: | September 29, 2008 (<i>nunc pro tunc</i>) |
| Period for Which Compensation and Reimbursement is Sought: | March 1, 2012 through March 31, 2012 |
| Amount of Fees Sought as Actual Reasonable and Necessary: | \$8,060.00 [80% of \$10,075.00] |
| Amount of Expenses Sought as Actual, Reasonable and Necessary: | \$0.00 |

This is a(n): Monthly Interim Final Application

PRIOR APPLICATIONS

| Date Filed | Period Covered | Requested Fees ¹ | Requested Expenses | Status of Fees | Status of Expenses |
|------------|-------------------------|-----------------------------|--------------------|----------------|--------------------|
| 11/15/2008 | 9/29/2008 to 9/30/2008 | \$5,796.00 | \$693.50 | Paid | Paid |
| 11/15/2008 | 10/1/2008 to 10/30/2008 | \$24,380.00 | \$3,821.18 | Paid | Paid |
| 12/11/2008 | 11/1/2008 to 11/30/2008 | \$35,326.00 | \$4,010.79 | Paid | Paid |
| 1/2/2009 | 12/1/2008 to 12/31/2008 | \$18,510.00 | \$1,482.39 | Paid | Paid |
| 2/1/2009 | 1/1/2009 to 1/31/2009 | \$31,740.00 | \$2,717.34 | Paid | Paid |
| 3/2/2009 | 2/1/2009 to 2/28/2009 | \$32,614.00 | \$2,420.56 | Paid | Paid |
| 4/2/2009 | 3/1/2009 to 3/31/2009 | \$27,186.00 | \$4,556.30 | Paid | Paid |
| 5/5/2009 | 4/1/2009 to 4/30/2009 | \$25,898.00 | \$2,612.62 | Paid | Paid |
| 6/2/2009 | 5/1/2009 to 5/31/2009 | \$56,304.00 | \$5,301.01 | Paid | Paid |
| 7/1/2009 | 6/1/2009 to 6/30/2009 | \$56,902.00 | \$7,769.09 | Paid | Paid |
| 8/22/2009 | 7/1/2009 to 7/31/2009 | \$40,296.00 | \$4,279.60 | Paid | Paid |
| 9/1/2009 | 8/1/2009 to 8/31/2009 | \$56,442.00 | \$6,484.97 | Paid | Paid |
| 10/1/2009 | 9/1/2009 to 9/30/2009 | \$65,184.00 | \$6,064.05 | Paid | Paid |
| 11/1/2009 | 10/1/2009 to 10/31/2009 | \$28,848.00 | \$2,337.16 | Paid | Paid |
| 12/1/2009 | 11/1/2009 to 11/30/2009 | \$16,176.00 | \$10.35 | Paid | Paid |
| 1/3/2010 | 12/1/2009 to 12/31/2009 | \$7,200.00 | \$194.00 | Paid | Paid |

¹ At 80% of the total incurred.

| | | | | | |
|-----------|-------------------------|-------------|------------|------|------|
| 2/1/2010 | 1/1/2010 to 1/31/2010 | \$29,088.00 | \$2,415.28 | Paid | Paid |
| 3/2/2010 | 2/1/2010 to 2/28/2010 | \$7,392.00 | \$187.00 | Paid | Paid |
| 4/1/2010 | 3/1/2010 to 3/31/2010 | \$7,200.00 | \$150.56 | Paid | Paid |
| 5/3/2010 | 4/1/2010 to 4/30/2010 | \$11,040.00 | \$805.28 | Paid | Paid |
| 6/1/2010 | 5/1/2010 to 5/31/2010 | \$5,808.00 | \$44.00 | Paid | Paid |
| 7/1/2010 | 6/1/2010 to 6/30/2010 | \$9,792.00 | \$779.81 | Paid | Paid |
| 8/1/2010 | 7/1/2010 to 7/31/2010 | \$7,824.00 | \$208.00 | Paid | Paid |
| 9/1/2010 | 8/1/2010 to 8/31/2010 | \$4,272.00 | \$273.00 | Paid | Paid |
| 10/1/2010 | 9/1/2010 to 9/30/2010 | \$6,672.00 | \$30.00 | Paid | Paid |
| 11/1/2010 | 10/1/2010 to 10/31/2010 | \$3,408.00 | \$44.00 | Paid | Paid |
| 12/1/2010 | 11/1/2010 to 11/30/2010 | \$6,012.00 | \$0 | Paid | Paid |
| 1/3/2011 | 12/1/2010 to 12/31/2010 | \$13,572.00 | \$1,146.02 | Paid | Paid |
| 2/1/2011 | 1/1/2011 to 1/31/2011 | \$13,416.00 | \$1,247.19 | Paid | Paid |
| 3/1/2011 | 2/1/2011 to 2/28/2011 | \$17,992.00 | \$1,509.34 | Paid | Paid |
| 4/1/2011 | 3/1/2011 to 3/31/2011 | \$10,660.00 | \$201.00 | Paid | Paid |
| 5/2/2011 | 4/1/2011 to 4/30/2011 | \$13,364.00 | \$44.00 | Paid | Paid |
| 6/1/2011 | 5/1/2011 to 5/31/2011 | \$22,932.00 | \$243.05 | Paid | Paid |
| 7/1/2011 | 6/1/2011 to 6/30/2011 | \$18,824.00 | \$533.60 | Paid | Paid |
| 8/1/2011 | 7/1/2011 to 7/31/2011 | \$10,088.00 | \$0 | Paid | Paid |

| | | | | | |
|-----------|-------------------------|-------------|---------|------|------|
| 9/1/2011 | 8/1/2011 to 8/31/2011 | \$6,708.00 | \$20.88 | Paid | Paid |
| 10/3/2011 | 9/1/2011 to 9/30/2011 | \$6,500.00 | \$0 | Paid | Paid |
| 11/1/2011 | 10/1/2011 to 10/31/2011 | \$6,396.00 | \$0 | Paid | Paid |
| 12/5/2011 | 11/1/2011 to 11/30/2011 | \$6,084.00 | \$0 | Paid | Paid |
| 1/3/2012 | 12/1/2011 to 12/31/2011 | \$3,484.00 | \$30.00 | Paid | Paid |
| 2/1/2012 | 1/1/2012 to 1/31/2012 | \$8,372.00 | \$0 | Paid | Paid |
| 3/5/2012 | 2/1/2012 to 2/29/2012 | \$13,312.00 | \$30.00 | Paid | Paid |

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 27 years, and his billing rate is \$650 per hour. In this Application period Mr. Rich billed 15.5 hours,² for a total amount billed of \$10,075.00 of which 80% is currently sought, in the amount of \$8,060.00. The total sought by the Application is \$8,060.00.

As stated above, this is the Forty-Third application for monthly fees and expenses. The time for preparation of this Application is approximately 1.5 hours, for which \$975.00 will be requested in a future application.

COMPENSATION BY PROJECT CATEGORY

| Project Category | Hours | Amount |
|-------------------------|-------------|--------------------|
| Confirmation | 12.7 | \$8,255.00 |
| Fee Application Matters | 2.8 | \$1,820.00 |
| TOTAL | 15.5 | \$10,075.00 |

² Travel Time, if any, is included in this figure at 50% of actual time.

EXPENSE SUMMARY

| Description | Expense |
|-------------|---------|
| NONE | |
| TOTAL | \$0.00 |

Detail of the fees and expenses billed is attached hereto as Exhibit A.

CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 2016-2(f)

I, Alan B. Rich, a professional person seeking approval of this Monthly Fee Application, and having reviewed the requirements of Local Rule 2016-2, hereby certify that in my opinion, this Monthly Fee Application complies with Local Rule 2016-2.

Respectfully Submitted,



Alan B. Rich, Esq.
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(214) 744-5101 [fax]
arich@alanrichlaw.com

COUNSEL TO HON. ALEXANDER
M. SANDERS, JR., LEGAL
REPRESENTATIVE FOR FUTURE
ASBESTOS-RELATED PROPERTY
DAMAGE CLAIMANTS AND HOLDERS
OF DEMANDS

CERTIFICATE OF SERVICE

I certify that on the 2nd day of April, 2012, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.

A handwritten signature in black ink, appearing to read "MBR".

EXHIBIT A

ALAN B. RICH

Attorney and Counselor
4244 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270
Telephone 214.744.5100
Fax 214.744.5101
E-mail: arich@alanrichlaw.com

INVOICE FOR PROFESSIONAL SERVICES (Mar. 2012)

Client

Hon. Alexander M. Sanders, Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands

Matter

In re W. R. Grace, No. 01-1139 (Bankr. D. Del)

| <u>Date</u> | <u>Services Performed</u> | <u>Time</u> |
|-------------|---|-------------|
| 3/1/2012 | Review Quarterly Fee Applications of Canadian ZAI Special Counsel | 0.3 |
| 3/1/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/2/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/4/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/5/2012 | Prepare, file and serve monthly fee application | 1.5 |
| 3/5/2012 | Review of Modified Order re Hillside claims | 0.1 |
| 3/5/2012 | Review Order granting Coco Pro Hac application | 0.1 |
| 3/5/2012 | Review Order granting Rosenbloom Pro Hac application | 0.1 |
| 3/5/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/6/2012 | Review Consolidation Order re 12-1521 | 0.1 |

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|-----------|---|-----|
| 3/6/2012 | Review transcript request on appeal by Canada | 0.1 |
| 3/6/2012 | Review withdrawal of Jan Baer appearance | 0.1 |
| 3/6/2012 | Review Garlock's reply brief in support of motion for rehearing | 0.5 |
| 3/6/2012 | Review CNO re Settlement of Cape Cod environmental claims | 0.1 |
| 3/6/2012 | Review Sealed Air and Cryovac Notice of Appearance in USDC | 0.1 |
| 3/6/2012 | Review Pro Hac Vice application of Birnbaum for Sealed Air and Cryovac | 0.1 |
| 3/6/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/6/2012 | Review Pro Hac Vice application of Turetsky for Sealed Air and Cryovac | 0.1 |
| 3/6/2012 | Review Pro Hac Vice application of Wolff for Sealed Air and Cryovac | 0.1 |
| 3/7/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/7/2012 | Review Pro Hac Vice Order re Birnbaum for Sealed Air and Cryovac | 0.1 |
| 3/7/2012 | Review Pro Hac Vice Order re Turetsky for Sealed Air and Cryovac | 0.1 |
| 3/7/2012 | Review Pro Hac Vice Order re Wolff for Sealed Air and Cryovac | 0.1 |
| 3/8/2012 | Review Miscellaneous Pleadings received today | 0.2 |
| 3/9/2012 | Review monthly fee applications of the Canadian ZAI claimants special counsel | 0.3 |
| 3/9/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/9/2012 | Prepare, file and serve monthly fee application of the PD FCR | 0.7 |
| 3/9/2012 | Review Plan Proponents' Surreply Brief re Garlock motion to reconsider | 0.3 |
| 3/10/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/12/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/13/2012 | Review 42nd Quarter Expense chart from Debtors' Counsel | 0.2 |

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|-----------|---|-----|
| 3/13/2012 | Review Certification of Counsel re Order granting 42nd Quarterly Fee Applications | 0.2 |
| 3/13/2012 | Review Agenda for March omnibus hearing | 0.2 |
| 3/13/2012 | Review Certification of Counsel re 42nd Quarter Project Categories | 0.3 |
| 3/14/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/14/2012 | Review of Canada's record and issue designations on appeal | 0.3 |
| 3/14/2012 | Review letter to Third Circuit from Plan Proponents re status of post-judgment motions and exhibits | 0.2 |
| 3/15/2012 | Email to client re March omnibus hearing | 0.1 |
| 3/15/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/15/2012 | Review Order Approving Samson Hydro environmental claim settlement | 0.1 |
| 3/16/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/16/2012 | Review Certificates of No Objection to Canadian ZAI counsel fee applications | 0.1 |
| 3/16/2012 | Review Appellees' Response to Surreply re Motion to Stay Memorandum Opinion and confirmation order | 0.6 |
| 3/16/2012 | Review Supplemental Certification of Counsel re 42nd Quarter Project Categories | 0.3 |
| 3/16/2012 | Review Garlock's Motion to Strike Surreply | 0.5 |
| 3/19/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/19/2012 | Review Debtors' Third Circuit Appearance Forms and Corporate Disclosure Statement | 0.2 |
| 3/19/2012 | Prepare, file and serve Third Circuit Appearance Form of Judge Sanders | 0.2 |
| 3/19/2012 | Conference with client re billing issues | 0.1 |
| 3/19/2012 | Review Garlock 3rd Cir. Notice of appearance and corporate disclosure statement | 0.2 |

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|-----------|---|-----|
| 3/20/2012 | Telephone conference with Third Circuit re Judge Sanders' appearance | 0.1 |
| 3/20/2012 | Telephone conference with D. Carrigan of Amtrak (PD Claimant) re status | 0.2 |
| 3/20/2012 | Review Motion for an Order Authorizing Debtors to Enter into an Administrative Settlement Agreement and Order on Consent for Removal Action for the High Point, North Carolina Site | 1.0 |
| 3/20/2012 | Email to debtors re a Judge Sanders compensation issue | 0.1 |
| 3/20/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/21/2012 | Review Certificate of No Objection re Claim Settlement Notice (Claims 2701 et al.) | 0.1 |
| 3/21/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/22/2012 | Review Corporate Disclosure Statement of Travelers and notices of appearances | 0.2 |
| 3/22/2012 | Review Maryland Casualty notices of appearances | 0.1 |
| 3/22/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/23/2012 | Review Order approving 42nd Quarter Fee Applications and email to debtors' counsel re same | 0.1 |
| 3/23/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/23/2012 | Review Amended Agenda for March omnibus hearing | 0.1 |
| 3/23/2012 | Review Travelers notices of appearance in Canada appeal | 0.2 |
| 3/24/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/26/2012 | Email to client re March omnibus hearing | 0.1 |
| 3/26/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/26/2012 | Prepare and file CNO for 42nd Monthly Fee Application | 0.2 |
| 3/27/2012 | Review Third Circuit appearances for PI FCR | 0.1 |

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|-----------|--|-----|
| 3/27/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/27/2012 | Review Order re Garlock motion to strike surreply brief re motion for rehearing | 0.1 |
| 3/27/2012 | Review Garlock's reply brief in support of stay of confirmation order | 0.5 |
| 3/27/2012 | Review of Debtors' Status Report to Third Circuit | 0.1 |
| 3/27/2012 | Review corporate Disclosure Statement of WR Grace in 12-1521 | 0.1 |
| 3/28/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/29/2012 | Prepare and file CNO for PD FCR's Monthly Fee Application | 0.2 |
| 3/29/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/29/2012 | Email from Debtor re remittance advice | 0.1 |
| 3/29/2012 | Review Bank Lender Group Notices of Appearance in Third Cir. In 12-1521 | 0.1 |
| 3/30/2012 | Email from Debtor re appearances in Third Circuit | 0.1 |
| 3/30/2012 | Email from Debtor re remittance advice | 0.1 |
| 3/30/2012 | Review Miscellaneous Pleadings received today | 0.1 |
| 3/30/2012 | Review additional Third Circuit appearance form from Bank Lender Group | 0.1 |
| 3/31/2012 | Review Miscellaneous Pleadings received today | 0.1 |

Total: 15.5 hours @ \$650/hour = \$10,075.00

Expenses: None

Total Fees and Expenses Due: \$10,075.00